

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 189)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Dongyue Group Limited (the “**Company**”) will be held at Event Space D, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 18 December 2023 at 10 a.m. for the purposes of considering and, if thought fit, passing the following as special and ordinary resolutions of the Company, with or without amendments:

Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 30 November 2023 (the “**Circular**”).

SPECIAL RESOLUTION

1. “**THAT:**

- (a) subject to the approval having been granted by the Executive (as defined in the Circular) and such approval not having been withdrawn, the Share Buy-back Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any director of the Company (“**Director(s)**”) be and is hereby authorised to take all such steps or do all such acts and things and to sign and execute all such documents, instruments and agreements (or make any changes, modifications, amendments, waivers, variations to such documents, instruments and agreements) for and on behalf of the Company as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Buy-back Agreement and the transactions contemplated thereunder; and
- (c) the Buy-back Shares be cancelled upon the Share Buy-back Completion and the Disposal Completion.”

ORDINARY RESOLUTION

2. “THAT:

- (a) the Equity Transfer Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to take all such steps or do all such acts and things and to sign and execute all such documents, instruments and agreements (or make any changes, modifications, amendments, waivers, variations to such documents, instruments and agreements) for and on behalf of the Company as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Equity Transfer Agreement and the transactions contemplated thereunder.”

By order of the Board
Dongyue Group Limited
Zhang Jianhong
Chairman

The PRC, 30 November 2023

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119
Grand Pavillion, Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

*Principal place of business
in Hong Kong:*

Room 2621, 26/F, Tower 1
Admiralty Centre
18 Harcourt Road
Admiralty
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on the poll, vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power attorney or authority must be delivered to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM.
- (3) The register of members of the Company will be closed from Wednesday, 13 December 2023 to Monday, 18 December 2023 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 12 December 2023.

- (4) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personal or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for such purpose seniority shall be determined by the order in which name stand in the register of members in respect of the joint holdings.
- (5) The resolution at the EGM will be taken by poll and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
- (6) Pursuant to the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, resolution numbered 1 above must be approved by at least three-fourths of the votes cast on a poll by the Independent Shareholders in attendance in person or by proxy at the EGM.
- (7) As at the date of this notice, the executive directors of the Company are Mr. Zhang Jianhong, Mr. Fu Kwan, Mr. Wang Weidong, Mr. Zhang Zhefeng and Mr. Zhang Jian; and the independent non-executive directors of the Company are Mr. Ting Leung Huel, Stephen, Mr. Yang Xiaoyong and Mr. Ma Zhizhong.